

Exhibit G

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	)	Chapter 11
)	
W. R. GRACE & CO., et al.,	)	Case No. 01-01139 (JKF)
	)	(Jointly Administered)
)	
Debtors.)	
)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PERSONAL INJURY CLAIMANTS and)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PROPERTY DAMAGE CLAIMANTS OF)	
W.R. GRACE & CO., suing on behalf of the)	
Chapter 11 Bankruptcy Estate of W.R.)	
GRACE & CO., et al.,)	
)	
Plaintiffs,	)	Adv. No. 02-2210
	)	[LEAD DOCKET]
Against)	
)	
SEALED AIR CORPORATION and)	
CRYOVAC, INC.,)	
)	
Defendants.)	
)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PERSONAL INJURY CLAIMANTS and)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PROPERTY DAMAGE CLAIMANTS OF	)	Adv. No. 02-2211
W.R. GRACE & CO., suing on behalf of the)	
Chapter 11 Bankruptcy Estate of W.R.)	
GRACE & CO., et al.,)	
)	
Plaintiffs,)	
)	
Against)	
)	
FRESENTIUS MEDICAL CARE)	
HOLDINGS, INC. and)	
NATIONAL MEDICAL CARE, INC.)	
)	
Defendants.)	
)	

**Objection Deadline: March 25, 2004 at 4:00 p.m.
Hearing Date: TBD only if necessary**

Affects Dockets 02-2210 and 02-2211

**SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM
PERIOD, FROM JANUARY 1, 2004 THROUGH JANUARY 31, 2004**

Name of Applicant: Kirkland & Ellis LLP

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: Retention Order entered May 3, 2001,
effective as of April 2, 2001

Period for which compensation and reimbursement
is sought: January 1, 2004, through January 31,
2004

Amount of Compensation sought as actual,
reasonable and necessary: \$4,034.50

Amount of Expense Reimbursement sought as actual,
reasonable and necessary: \$140.19

This is a X monthly ___ interim ___ final application.

The total time expended for the preparation of this application is approximately **2 hours**,
and the corresponding estimated compensation *that will be requested in a future application* is
approximately **\$400.00**.

This application is submitted in accordance with the order of this Court, dated
July 10, 2002.

The following applications have been filed previously in these fraudulent conveyance proceedings:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
August 8, 2002	6/1 – 6/30/03	\$312,859.50	\$8,190.80	\$250,287.60	\$8,190.80
October 2, 2002	7/1 – 7/31/02	\$510,439.50	\$20,999.68	\$408,351.60	\$20,999.68
October 3, 2002	8/1 – 8/31/02	\$642,293.00	\$25,776.96	\$513,834.40	\$25,776.96
October 30, 2002	9/1 – 9/30/02	\$616,189.00	\$153,949.87	\$492,951.20	\$153,949.87
November 27, 2002	June – September, 2002	\$2,081,781.00	\$208,917.31	Pending	Pending
December 6, 2002	10/1 – 10/31/02	\$169,288.50	\$56,363.97	\$135,430.80	\$56,363.97
January 13, 2003	11/1 – 11/30/02	\$137,002.00	\$25,796.30	\$109,601.60	\$25,796.30
January 30, 2003	12/1 – 12/31/02	\$25,927.50	\$6,270.27	\$20,742.00	\$6,270.27
March 4, 2003	October – December, 2002	\$332,218.00	\$88,430.54	Pending	Pending
March 4, 2003	1/1 – 1/31/03	\$48,491.00	\$14,561.75	\$38,792.80	\$14,561.75
April 2, 2003	2/1 – 2/28/03	\$43,920.50	\$1,766.17	\$35,136.40	\$1,766.17
April 29, 2003	3/1 – 3/31/03	\$38,680.50	\$166.77	\$30,944.40	\$166.77
May 15, 2003	January – March, 2003	\$131,092.00	\$16,494.69	Pending	Pending
June 3, 2003	4/1 – 4/30/03	\$8,340.00	\$2,293.06	\$6,672.00	\$2,293.06
July 11, 2003	5/1 – 5/31/03	\$27,139.50	\$1,632.51	\$21,711.60	\$1,632.51
July 31, 2003	6/1 – 6/30/03	\$18,806.00	\$12.08	\$15,044.80	\$12.08
August 27, 2003	April – June, 2003	\$54,285.50	\$3,937.65	Pending	Pending
September 5, 2003	7/1 – 7/31/03	\$3,918.50	\$176.05	\$3,134.80	\$176.05
October 1, 2003	8/1 – 8/31/03	\$4,133.50	\$55.77	\$3,306.80	\$55.77
November 6, 2003	9/1 – 9/30/03	\$3,776.50	\$90.09	\$3,021.20	\$90.09
November 26, 2003	10/1 – 10/31/03	\$1,112.50	\$152.65	Pending	Pending
December 29, 2003	11/1 – 11/30/03	\$3,013.50	\$46.45	\$2,410.80	\$46.45
February 2, 2004	12/1 – 12/31/03	\$5,880.00	\$116.94	\$4,704.00	\$116.94

The K&E attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant	Number of Years as an Attorney	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Todd F Maynes	Partner	16 Years	Taxation	\$665.00	5.50	\$3,657.50
Total for Attorneys					5.50	\$3,657.50

The paraprofessionals of K&E who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Toni L Wallace	Legal Assistant	3 Years	Bankruptcy	\$190.00	1.30	\$247.00
Rosaline Langley	Project Assistant	5 Months	Bankruptcy	\$130.00	1.00	\$130.00
Total for Paraprofessionals					2.40	\$377.00

Grand Total for Fees: **\$4,034.50**
Grand Total for Hours: **7.80**
Blended Rate: **\$517.24**

Compensation by Matter

Matter Number	Matter	Total Hours	Total Fees Requested
48	Fraudulent Conveyance Adv. Proceeding	7.80	\$4,034.50
	Total	7.80	\$4,034.50

Expense Summary

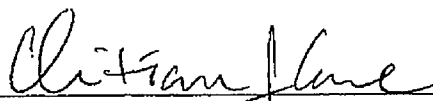
Description	Amount
Telephone	\$10.40
Fax Telephone Charge	\$1.96
Fax Charge	\$10.50
Standard Copies	\$105.50
Computer Database Research	\$11.83
Total	\$140.19

WHEREFORE, K&E respectfully requests that (a) an allowance be made to it, as fully described above for the (i) 80% of the amount of **\$4,034.50** for reasonable and necessary professional services K&E has rendered to the Debtors during the Fee Period (**\$3,227.60**) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by K&E during the Fee Period (**\$140.19**); (b) both fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) this Court grant such further relief as is equitable and just.

Wilmington, Delaware
Dated: March 3, 2004

Respectfully submitted,

KIRKLAND & ELLIS LLP



James H.M. Sprayregen, P.C.
James W. Kapp III
Christian J. Lane
200 East Randolph Drive
Chicago, Illinois 60601
(312) 861-2000

EXHIBIT A

Matter 48 – Fraudulent Conveyance Adversary Proceeding – Fees

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Description</u>
1/5/2004	Todd F Maynes, P.C.	1.50	Revisions to Sealed Air memorandum (1.0); telephone calls re same (.5).
1/6/2004	Todd F Maynes, P.C.	1.50	Review of proposed response.
1/8/2004	Todd F Maynes, P.C.	1.00	Preparation of revised indemnity language.
1/9/2004	Todd F Maynes, P.C.	0.50	Revisions to proposed response motion.
1/13/2004	Todd F Maynes, P.C.	0.50	Revisions to motion response.
1/21/2004	Rosaline Langley	1.00	Draft December fee application.
1/22/2004	Todd F Maynes, P.C.	0.50	Revisions to proposed objection.
1/27/2004	Toni L Wallace	1.00	Review and revise December monthly fee application (.4); prepare exhibits to same (.6).
1/29/2004	Toni L Wallace	0.30	Forward December monthly fee application to local counsel for filing and service.
	Total hours:	7.80	

EXHIBIT B

Matter 48 – Fraudulent Conveyance Adversary Proceedings – Expenses

<u>Description</u>	<u>Amount</u>
Telephone	\$10.40
Fax Telephone Charge	\$1.96
Fax Charge	\$10.50
Standard Copies	\$105.50
Computer Database Research	\$11.83
Total	\$140.19

Matter 48 – Fraudulent Conveyance Adversary Proceedings – Itemized Expenses

<u>Date</u>	<u>Amount</u>	<u>Description</u>
1/8/2004	5.10	Standard Copies
1/9/2004	39.30	Standard Copies
1/9/2004	4.50	Scanned Images
1/12/2004	5.20	Standard Copies
1/12/2004	11.83	PACER SERVICE CENTER - Computer Database Research, Toni Wallace, Billing Cycle 10/1/03 to 12/31/03
1/16/2004	3.80	Standard Copies
1/16/2004	1.20	Standard Copies
1/19/2004	1.80	Standard Copies
1/20/2004	1.96	Telephone call to: COLUMBIA,MD 410-531-4545
1/20/2004	8.44	Telephone call to: COLUMBIA,MD 410-531-4170
1/20/2004	1.96	Fax phone charge to 410-531-4545
1/20/2004	10.50	Fax page charge to 410-531-4545
1/20/2004	1.40	Standard Copies
1/20/2004	0.70	Standard Copies
1/21/2004	5.90	Standard Copies
1/21/2004	5.90	Standard Copies
1/21/2004	5.90	Standard Copies
1/21/2004	9.80	Standard Copies
1/22/2004	7.10	Standard Copies
1/22/2004	2.00	Standard Copies
1/22/2004	1.90	Standard Copies
1/22/2004	2.00	Standard Copies
1/22/2004	2.00	Standard Copies
Total:	140.19	

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	Case Nos. 01-1139 through 01-1200 (JKF)
W.R. GRACE & CO., et al.,	)	(Jointly Administered)
)	
Debtors,)	
)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PERSONAL INJURY CLAIMANTS and)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PROPERTY DAMAGE CLAIMANTS OF)	
W.R. GRACE & CO., suing on behalf of the)	
Chapter 11 Bankruptcy Estate of W.R. Grace)	
& Co., et al.,)	
)	
Plaintiffs,)	
)	
- against-	)	Adv. No. 02-2210
	)	[LEAD DOCKET]
SEALED AIR CORPORATION)	
and CRYOVAC, INC.,)	
)	
Defendants.)	
)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PERSONAL INJURY CLAIMANTS and)	
OFFICIAL COMMITTEE OF ASBESTOS)	
PROPERTY DAMAGE CLAIMANTS OF)	
W.R. GRACE & CO., suing on behalf of the)	
Chapter 11 Bankruptcy Estate of W. R.)	
GRACE & CO., et al.,)	
)	
Plaintiffs,	)	Adv. No. 02-2211
)	
- against-)	
)	
FRESENIUS MEDICAL CARE,)	
HOLDINGS, INC., et al.,	)	<u>Affects Dockets 02-2210 and 02-2211</u>
)	
Defendants.)	
)	

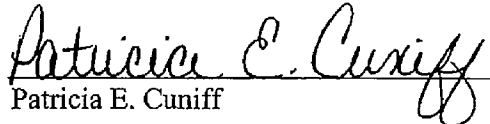
AFFIDAVIT OF SERVICE

STATE OF DELAWARE)
)SS
COUNTY OF NEW CASTLE)


Patricia E. Cuniff, being duly sworn according to law, deposes and says that she is employed by the law firm of Pachulski, Stang, Ziehl, Young, Jones & Weintraub P.C., co-counsel for the Debtors, in the above-captioned action, and that on the 5th day of March, 2004 she caused a copy of the following document(s) to be served upon the attached service list(s) in the manner indicated:

1. SUMMARY APPLICATION OF KIRKLAND & ELLIS LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM PERIOD, FROM JANUARY 1, 2004, THROUGH JANUARY 31, 2004.

Dated: March 5, 2004


Patricia E. Cuniff

Sworn to and subscribed before
me this 5th day of March, 2004


Notary Public
My Commission Expires: 02/11/06

Grace Fee Application Service List

Case Number: 01-1139 (JKF)

Document Number: 33512

07 – Hand Delivery

11 – First Class Mail

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